

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Kumpulan Powernet Berhad (“KPB” or “Company”) will be held at No. 53, Batu 4, Jalan Bentong-Kuala Lumpur, 28700 Bentong, Pahang on Wednesday, 28 September 2016 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED PROJECT ACQUISITION BY POWERNET PROPERTIES SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF KPB, FROM SSF HOME BUILDER SDN BHD THE SOLE AND EXCLUSIVE DEVELOPMENT RIGHTS TO CARRY OUT AND COMPLETE A COMMERCIAL DEVELOPMENT ON A PARCEL OF COMMERCIAL LAND HELD UNDER TITLE NO. HS(D) 119504, LOT NO. PT 9869, TEMPAT JALAN SENTUL, MUKIM SETAPAK, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN KUALA LUMPUR (“PROPOSED PROJECT ACQUISITION”)

“**THAT** subject to the passing of Ordinary Resolution 2, and all approvals being obtained from the relevant authorities, approval be and is hereby given for Powernet Properties Sdn Bhd (“PPSB”), a wholly-owned subsidiary of the Company, to purchase the sole and exclusive development rights to carry out and complete a commercial development on a parcel of commercial land held under Title No. HS(D) 119504, Lot No. PT 9869, Tempat Jalan Sentul, Mukim Setapak, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur (“Land”) owned by Yayasan Bekas Wakil Rakyat (MUBARAK) Malaysia (“Landowner”) from SSF Home Builder Sdn Bhd (“Vendor”) for a purchase consideration of RM6.90 million (“Project Purchase Consideration”) to be settled via cash consideration of RM345,000 and the issuance of 12,852,941 new ordinary shares of RM0.30 each in KPB (“KPB Shares”) at an issue price of RM0.51 per KPB Share (“Consideration Shares”) subject to the terms and conditions set out in the sale and purchase agreement dated 26 February 2016 entered into between PPSB and the Vendor.

THAT approval be and is hereby given to the Company for the issuance of the Consideration Shares, and that all the new KPB Shares to be issued pursuant thereto shall, upon allotment and issue, rank *pari passu* in all respects with the then existing KPB Shares, except that they shall not be entitled to participate in any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment of the Consideration Shares.

THAT approval be and is hereby given to PPSB to grant the right of first refusal to SSF for the purchase of the immediate intermediate 5-storey shop office to be constructed next to the 6-storey corner shop office, which will be constructed for the Landowner as part of the Project Purchase Consideration.

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Project Acquisition, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Project Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING CORE BUSINESS OF KPB AND ITS SUBSIDIARIES (“KPB GROUP”) TO INCLUDE PROPERTY DEVELOPMENT AND PROPERTY INVESTMENT (“PROPOSED DIVERSIFICATION”)

“**THAT** subject to the passing of Ordinary Resolution 1, and all approvals being obtained from the relevant authorities, approval be and is hereby given for the Company to diversify the existing businesses of the KPB Group to include property development and property investment.

AND THAT the Board be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Diversification, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Diversification.”

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur

13 September 2016

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 September 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.*
2. *A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.*
3. *A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the said securities account.*
4. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
5. *The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney duly authorised in writing and in the case of a corporation, the instrument appointing a proxy must be under its common seal or under the hand of an officer or attorney duly authorised.*
6. *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) shall be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.